

EXHIBIT 1

Certification Under Federal Rule of Evidence 902(11)

CERTIFICATION UNDER FEDERAL RULE OF EVIDENCE 902(11)

I, Cannon Moss, make this certification pursuant to Federal Rule of Evidence 902(11) for the purpose of certifying the authenticity of certain business records of Norfolk and Portsmouth Belt Line Railroad Company (“Belt Line”). I am employed by the Belt Line as the President and General Manager. I am a custodian of the following records attached hereto, each of which is a true copy of the original record in the custody of the Belt Line:

Exhibit A: Minutes of the April 20, 1983 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit B: Minutes of the April 12, 1984 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit C: Minutes of the April 10, 1985 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit D: Minutes of the April 9, 1986 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit E: Minutes of the April 8, 1987 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit F: Minutes of the May 2, 1988 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

Exhibit G: Minutes of the April 14, 1989 Annual Meeting of Stockholders of Norfolk and Portsmouth Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of Stockholders.

I further state that:

- A. All records attached to this certification were made at or near the time of the occurrence of the matters set forth, by, or from information transmitted by, a person with knowledge of those matters;
- B. Such records were kept in the course of a regularly conducted business activity of Norfolk and Portsmouth Belt Line Railroad Company; and
- C. Such records were made by Norfolk and Portsmouth Belt Line Railroad Company as a regular practice.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14 day of February, 2020.


Cannon Moss

EXHIBIT A

To Rule 902(11) Certification

**Minutes of the April 20, 1983 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Atlanta Airport Hilton Inn
Hapeville, Georgia
April 20, 1983

The Annual Meeting of the Stockholders was held this day at 10:15 A.M., with Mr. F. S. Morrison, President of the Company, presiding and Mr. L. W. Fisher as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. P. R. Rudder and Mr. T. H. Kerwin, who reported, after examination, that the entire 504 shares of outstanding common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 15, 1982, were on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for year ended December 31, 1982, herewith submitted, is hereby accepted and ordered filed.


The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

Mr. R. F. Dunlap
Mr. L. W. Fisher (non-voting member)
Mr. T. H. Kerwin
Mr. F. S. Morrison
Mr. R. G. Rayburn
Mr. P. R. Rudder
Mr. R. D. Spence

On motion duly made and seconded, the nominations were closed, and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

- 2 -

There being no further business, the Stockholders' meeting, on motion, adjourned.



L. W. FISHER
Secretary



F. S. MORRISON
Chariman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 20, 1983

FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 20, 1983

FOR DIRECTORS

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY
Successor to
NORFOLK SOUTHERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 20, 1983

FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 20, 1983

FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 20, 1983


FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY



72 SHARES

KNOW ALL MEN BY THESE PRESENTS

That Carolina and Northwestern Railway Company hereby
appoints and constitutes T. H. Kerwin as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 20th day of April,
1983, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice -President, has been hereto
affixed, duly attested, this 8th, day of April,
Anno Domini, nineteen hundred and eighty-three.

By W. W. Jones

Title Vice President

Attest:

J. A. T. Flanagan
Assistant Secretary

72 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

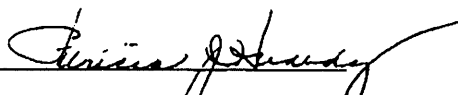
That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby
appoints and constitutes L. W. Fisher as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 20th day of April,
1983, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Executive Vice President
Operations has been hereto
affixed, duly attested, this 30th, day of MARCH,
Anno Domini, nineteen hundred and eighty-three.

By 
R. G. Rayburn

EXECUTIVE VICE PRESIDENT
Title OPERATIONS

Attest:


Corporate Secretary

144 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes R. F. DUNLAP as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 20th day of April,
1983, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 28th, day of March,
Anno Domini, nineteen hundred and eighty-three.

By 

Title President

Attest:

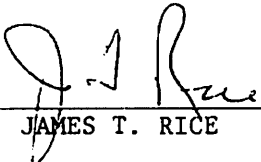

Secretary

144 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

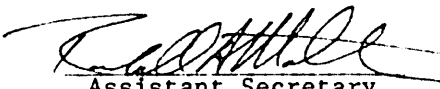
That SEABOARD SYSTEM RAILROAD, INC. hereby
appoints and constitutes F. S. MORRISON as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 20th day of April,
1983, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice-President, has been hereto
affixed, duly attested, this 8th, day of April,
Anno Domini, nineteen hundred and eighty-three.

By 
JAMES T. RICE

Title Vice President

Attest:


Assistant Secretary

72 SHARES

KNOW ALL MEN BY THESE PRESENTS

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes Paul R. Rudder as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 20th day of April,
1983, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice-President, has been hereto
affixed, duly attested, this 30th, day of March,
Anno Domini, nineteen hundred and eighty-three.

By W. W. Simpson

Title Vice President

Attest:

Judith T. Flakowicz
Assistant Corporate Secretary

EXHIBIT B

To Rule 902(11) Certification

**Minutes of the April 12, 1984 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Holiday Inn/Airport South
College Park, Georgia
April 12, 1984

The Annual Meeting of the Stockholders was held this day at 10:40 A.M., with Mr. F. S. Morrison, President of the Company, presiding and Mr. L. W. Fisher as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. R. G. Rayburn and Mr. T. H. Kerwin, who reported, after examination, that the entire 504 shares of outstanding common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 20, 1983, were on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for year ended December 31, 1983, herewith submitted, is hereby accepted and ordered filed.


The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

Mr. R. F. Dunlap
Mr. L. W. Fisher (non-voting member)
Mr. T. H. Kerwin
Mr. F. S. Morrison
Mr. R. G. Rayburn
Mr. P. R. Rudder
Mr. R. D. Spence

On motion duly made and seconded, the nominations were closed, and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

- 2 -

There being no further business, the Stockholders' meeting, on motion, adjourned.



L. W. FISHER
Secretary

F. S. MORRISON
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 12, 1984

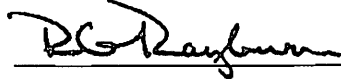
FOR DIRECTORS

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY



NORFOLK AND PORTSMOUTH BETL LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 12, 1984

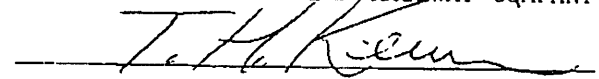
FOR DIRECTORS

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY

BY



NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
APRIL 12, 1984

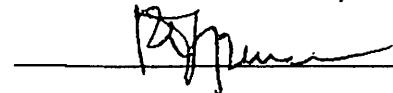
FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY



NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
APRIL 12, 1984

FOR DIRECTORS

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY



NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
APRIL 19, 1984

FOR DIRECTORS:

R. F. DUNLAP
T. H. KERWIN
F. S. MORRISON
R. G. RAYBURN
P. R. RUDDER
R. D. SPENCE
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY



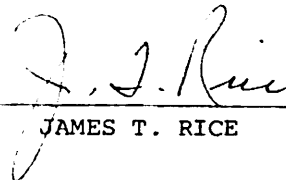
1414

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SEABOARD SYSTEM RAILROAD, INC. hereby
appoints and constitutes R. D. SPENCE as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the ~~11th~~^{12th} day of April,
1984, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice-President, has been hereto
affixed, duly attested, this 13th, day of March,
Anno Domini, nineteen hundred and eighty-four.

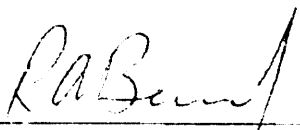
By


JAMES T. RICE

Title

VICE PRESIDENT-EXECUTIVE DEPARTMENT

Attest:


CORPORATE SECRETARY

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes P. R. RUDDER as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 12th day of April,
1984, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 22nd day of March,
Anno Domini, nineteen hundred and eighty-four.

By E. B. Burwell

Title President

Attest:

Walter D. Edwards

K N O W A L L M E N B Y T H E S E P R E S E N T S

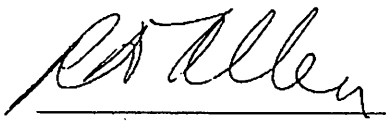
That CAROLINA AND NORTHWESTERN RAILWAY COMPANY hereby
appoints and constitutes T. H. KERWIN as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Thursday, the 12th day of April,
1984, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its *Vice* -President, has been hereto
affixed, duly attested, this 15th, day of March,
Anno Domini, nineteen hundred and eighty-four.

By 

Title VICE PRESIDENT—INDUSTRIAL DEVELOPMENT

Attest:


Assistant Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby
appoints and constitutes Richard G. Rayburn as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the ^{12th}~~11th~~ day of April,
1984, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
Executive
with the signature of its Vice -President, has been hereto
affixed, duly attested, this 13th, day of March,
Anno Domini, nineteen hundred and eighty-four.

By RG Rayburn

Title Executive Vice-President

Attest:

Patricia J. Mundy
Corporate Secretary

144

K N O W A L L M E N B Y T H E S E P R E S E N T S

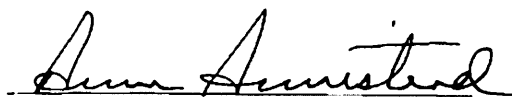
That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes R. F. DUNLAP as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the ^{12th} ~~11th~~ day of April,
1984, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 16th, day of March,
Anno Domini, nineteen hundred and eighty-four.


By

Title President

Attest:



Assistant Secretary

EXHIBIT C

To Rule 902(11) Certification

**Minutes of the April 10, 1985 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Atlanta Airport Hilton Inn
Hapeville, Georgia
April 10, 1985

The Annual Meeting of the Stockholders was held this day at 10:40 A.M., with Mr. F. S. Morrison, President of the Company, presiding and Mr. L. W. Fisher as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. A. C. Jones, Jr., and Mr. T. H. Kerwin, who reported, after examination, that the entire 504 shares of outstanding common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 12, 1984, were on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for year ended December 31, 1984, herewith submitted, is hereby accepted and ordered filed.

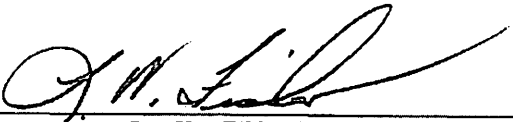
The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

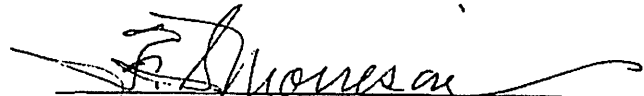
Mr. R. F. Dunlap
Mr. L. W. Fisher (non-voting member)
Mr. A. C. Jones, Jr.
Mr. T. H. Kerwin
Mr. F. S. Morrison
Mr. P. R. Rudder

On motion duly made and seconded, the nominations were closed, and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

- 2 -

There being no further business, the Stockholders' meeting, on motion, adjourned.



L. W. FISHER
Secretary

F. S. MORRISON
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 10, 1985

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 10, 1985

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 10, 1985

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 10, 1985

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 10, 1985

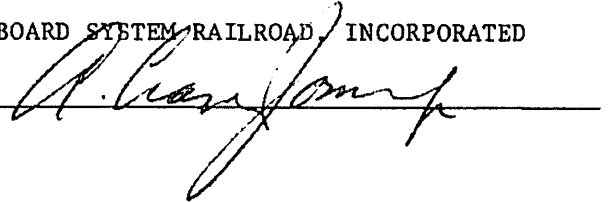
FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY



72 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

That Carolina and Northwestern Railway Company hereby
appoints and constitutes T. H. KERWIN as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 10th day of April,
1985, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice-President, has been hereto
affixed, duly attested, this 13th, day of March,
Anno Domini, nineteen hundred and eighty-five.

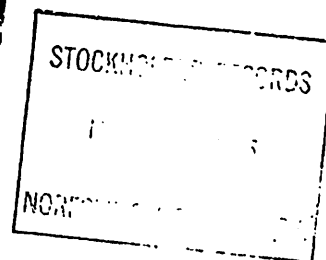
CAROLINA AND NORTHWESTERN
RAILWAY COMPANY

By 

Title Vice President

Attest:


Secretary



72 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby appoints and constitutes L. W. Fisher as its substitute and proxy, for it, and in its name and behalf, to vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the Stockholders of the said Company, to be held on Wednesday, the 10th day of April, 1985, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with the signature of its Vice-President, has been hereto affixed, duly attested, this 4th, day of April, Anno Domini, nineteen hundred and eighty-five.

By The Chesapeake and Ohio Railway Company

Title Robert L. Stender
Vice-President

Attest:

Patricia J. [Signature]
Corporate Secretary

144 SHARES

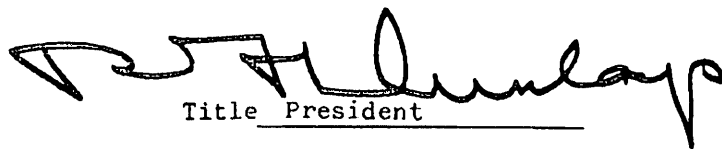
K N O W A L L M E N B Y T H E S E P R E S E N T S

That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes R. F. DUNLAP as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 10th day of April,
1985, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 8th, day of March,
Anno Domini, nineteen hundred and eighty-five.

NORFOLK AND WESTERN RAILWAY COMPANY

By _____


Title President

Attest:

Dezora M. Martin
Assistant Secretary

144 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SEABOARD SYSTEM RAILROAD, INC. hereby
appoints and constitutes A. CRANE JONES, JR. as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 10th day of April,
1985, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 18th, day of March,
Anno Domini, nineteen hundred and eighty-five.

By

J. T. Rice

Title Vice President-Executive Department

Attest:

[Signature]
Corporate Secretary

72 SHARES

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes P. R. Rudder as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 10th day of April,
1985, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 8th, day of March,
Anno Domini, nineteen hundred and eighty-five.

By E B Rudder

Title President

Attest:

[Signature]
Assistant Secretary

EXHIBIT D

To Rule 902(11) Certification

**Minutes of the April 9, 1986 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Sovran Bank Building
Norfolk, Virginia
April 9, 1986

The Annual Meeting of the Stockholders was held this day at 10:10 A.M., with Mr. F. S. Morrison, President of the Company, presiding and Mr. L. W. Fisher as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. A. C. Jones, Jr., and Mr. T. H. Kerwin, who reported, after examination, that the entire 504 shares of outstanding common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 10, 1985, were on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for year ended December 31, 1985, herewith submitted, is hereby accepted and ordered filed.

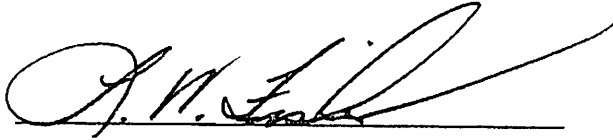
The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

Mr. R. F. Dunlap
Mr. L. W. Fisher (non-voting member)
Mr. A. C. Jones, Jr.
Mr. T. H. Kerwin
Mr. F. S. Morrison
Mr. K. C. Morriss
Mr. P. R. Rudder

On motion duly made and seconded, the nominations were closed, and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

- 2 -

There being no further business, the Stockholders' meeting, on motion, adjourned.

A handwritten signature in cursive script, appearing to read "L. W. Fisher", written over a horizontal line.

L. W. FISHER
Secretary

A handwritten signature in cursive script, appearing to read "F. S. Morrison", written over a horizontal line.

F. S. MORRISON
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 9, 1986

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
K. C. MORRISS
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY [Signature]

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 9, 1986

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
K. C. MORRISS
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY [Signature]

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 9, 1986

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
K. C. MORRISS
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY

BY [Signature]

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 9, 1986

FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
K. C. MORRISS
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY [Signature]

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 9, 1986

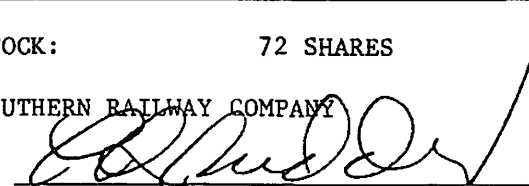
FOR DIRECTORS

R. F. DUNLAP
A. CRANE JONES, JR.
T. H. KERWIN
F. S. MORRISON
K. C. MORRISS
P. R. RUDDER
L. W. FISHER (non-voting member)

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY



K N O W A L L M E N B Y T H E S E P R E S E N T S

That CAROLINA AND NORTHWESTERN RAILWAY COMPANY hereby appoints and constitutes Thomas H. Kerwin as its substitute and proxy, for it, and in its name and behalf, to vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the Stockholders of the said Company, to be held on Wednesday, the 9th day of April, 1986, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with the signature of its Vice-President, has been hereto affixed, duly attested, this 5th, day of March, Anno Domini, nineteen hundred and eighty-six.

CAROLINA AND NORTHWESTERN
RAILWAY COMPANY

By W. H. Simpson

Title Vice President

Attest:

Donald D. Edwards
Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby
appoints and constitutes K. C. MORRISS as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 9th day of April,
1986, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of itsSr. Vice-President, has been hereto
affixed, duly attested, this 3rd , day of March ,
Anno Domini, nineteen hundred and eighty-six.

BY


Kenneth C. Morriss

Title Senior Vice President Operations

Attest:


Patricia J. Kennedy
Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes R. F. DUNLAP as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 9th day of April,
1986, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 5th, day of March,
Anno Domini, nineteen hundred and eighty-six.

Norfolk and Western Railway Company

By 

R. F. Dunlap

Title President

Attest:


Assistant Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes P. R. Rudder as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 9th day of April,
1986, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its -President, has been hereto
affixed, duly attested, this 7th, day of March,
Anno Domini, nineteen hundred and eighty-six.

By E. B. Burdell

Title President

Attest:

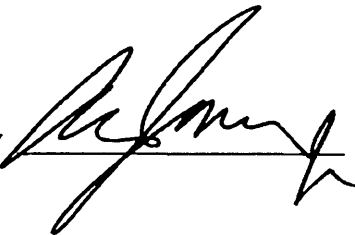
W. A. Allen
Assistant Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SEABOARD SYSTEM RAILROAD, INCORPORATED hereby
appoints and constitutes A. CRANE JONES, JR. as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 9th day of April,
1986, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice -President, has been hereto
affixed, duly attested, this 2nd , day of April ,
Anno Domini, nineteen hundred and eighty-six.

By



Title Vice President-Engineering
& Maint.

Attest:

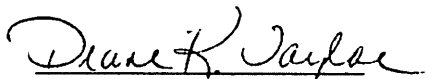


EXHIBIT E

To Rule 902(11) Certification

**Minutes of the April 8, 1987 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Atlanta Marriott Airport
College Park, Georgia
April 8, 1987

The Annual Meeting of the Stockholders was held this day at 10:40 A.M., with Mr. L. W. Fisher, President of the Company, presiding and Mr. J. M. Donnelly as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. P. R. Rudder and Mr. T.H. Willcox, Jr., who reported, after examination, that the entire 504 shares of outstanding common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 9, 1986, were, on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and, on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for year ended December 31, 1986, herewith submitted, is hereby accepted and ordered filed.

By memorandum, the President advised that action taken by the Board at the October 9, 1984 and October 14, 1986 meetings necessitates amendment of those Articles of the By-Laws which deal with the location of the principal office of the Company and number of Directors named as members of the Board. After discussion the following resolution was, on motion duly made and seconded, adopted:

RESOLVED, That ARTICLE FIRST and THIRD of the By-Laws be amended and re-enacted to read as follows:

ARTICLE FIRST: The principal office of the Company shall be in the City of Portsmouth, Virginia.

ARTICLE THIRD: The Board of Directors shall consist of six members who shall be elected by the Stockholders at this meeting and at all annual meetings thereafter.

- 2 -

Any vacancy occurring in the Board of Directors between elections of the Stockholders shall be filled by the remaining members of the Board at their first meeting after the vacancy shall have occurred.

Meetings of the Board of Directors shall be called by the Secretary, on order of the President, or at the request, in writing, of two or more voting members of the Board

Four members of the Board of Directors shall constitute a quorum for the transaction of business.

The Directors shall continue in office until their successors have been elected and duly qualify.

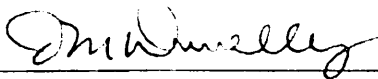
The President of the Company shall preside at meetings of the Board of Directors and in his absence the Directors shall elect a President pro tem.

The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made;

Mr. K. C. Dufford
Mr. C. M. Irvin
Mr. A. Crane Jones, Jr.
Mr. T. H. Kerwin
Mr. P. R. Rudder
Mr. L. W. Fisher

On motion duly made and seconded, the nominations were closed, and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

There being no further business, the Stockholders' meeting, on motion, adjourned.



J. M. DONNELLY
Corporate Secretary



L. W. FISHER
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 8, 1987

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 8, 1987

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T


ANNUAL ELECTION
April 8, 1987

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

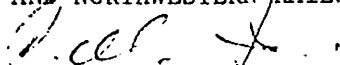
ANNUAL ELECTION
April 8, 1987

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 8, 1987

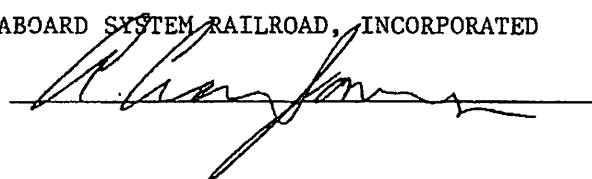
FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY



K N O W A L L M E N B Y T H E S E P R E S E N T S

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes P. R. Rudder as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 8th day of April,
1987, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice President - Operations
~~-President~~ has been hereto
affixed, duly attested, this 17th, day of March,
Anno Domini, nineteen hundred and eighty-seven.

Copy - L. W. Fisher
3-24-87

By E. B. Burnell

Vice Pres. - Opers.

Title

Attest:

R. Allen
Assistant Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SEABOARD SYSTEM RAILROAD, INCORPORATED hereby
appoints and constitutes _____ as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 8th day of April,
1987, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice -President, ^{CSX Distribution Services,} /has been hereto
affixed, duly attested, this 31st, day of March,
Anno Domini, nineteen hundred and eighty-seven.

CSX TRANSPORTATION, INC.
(formerly Seaboard System Railroad, Inc.)

By R B Allen

Title Vice-President - CSX
Distribution Services

Attest:

Patricia J. Henady
Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes _____ as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 8th day of April,
1987, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its _____-President, has been hereto
affixed, duly attested, this 16th, day of March,
Anno Domini, nineteen hundred and eighty-seven.

Norfolk and Western Railway Company

By A. B. McKinnon
A. B. McKinnon

Title President

Attest:

Malcolm W. Edwards
Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby
appoints and constitutes _____ as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 8th day of April,
1987, or at any adjournment thereof.

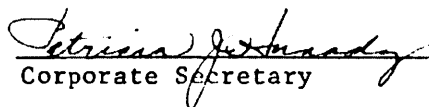
IN WITNESS WHEREOF, the seal of the said Company
with the signature of its _____ CSX Rail Transport
-President/ has been hereto
affixed, duly attested, this 31st, day of March,
Anno Domini, nineteen hundred and eighty-seven.

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY

By 

Title President - CSX Rail Transport

Attest:


Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That CAROLINA AND NORTHWESTERN RAILWAY COMPANY hereby
appoints and constitutes _____ as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Wednesday, the 8th day of April,
1987, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company
with the signature of its Vice-President, has been hereto
affixed, duly attested, this 6th, day of March,
Anno Domini, nineteen hundred and eighty-seven.

CAROLINA AND NORTHWESTERN
RAILWAY COMPANY

By W. J. Simpson

Title Vice President

Attest:

Mallory D. Edwards
Secretary

EXHIBIT F

To Rule 902(11) Certification

**Minutes of the May 2, 1988 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Sovran Bank Building
Norfolk, Virginia
May 2, 1988

The Annual Meeting of the Stockholders was held this day at 10:40 A.M., with Mr. L. W. Fisher, President of the Company, presiding and Mr. J. M. Donnelly as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. T. H. Kerwin and Mr. T. H. Willcox, Jr., who reported, after examination, that the entire 504 outstanding shares of common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on April 8, 1987, were, on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:

RESOLVED, That the Annual Report for the year ended December 31, 1987, herewith submitted, is hereby accepted and ordered filed.


The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

Mr. K. C. Dufford
Mr. C. M. Ivvin
Mr. A. Crane Jones, Jr.
Mr. T. H. Kerwin
Mr. P. R. Rudder
Mr. L. W. Fisher


On motion duly made and seconded, the nominations were closed and the Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

-2-

There being no further business, the Stockholders' meeting, on motion, adjourned.



J. M. DONNELLY
Corporate Secretary



L. W. FISHER
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 21, 1988

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 21, 1988

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

SEABOARD SYSTEM RAILROAD, INCORPORATED

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 21, 1988

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 21, 1988

FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

CAROLINA AND NORTHWESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 21, 1988

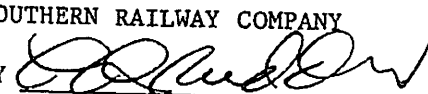
FOR DIRECTORS

K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
A. CRANE JONES, JR.
T. H. KERWIN
P. R. RUDDER

STOCK: 72 SHARES

SOUTHERN RAILWAY COMPANY

BY



K N O W A L L M E N B Y T H E S E P R E S E N T S

That the SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes ✶ P. R. Rudder as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Thursday, the 21st day of April,
1988, or at any adjournment thereof.

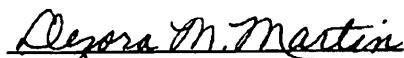
IN WITNESS WHEREOF, the seal of the said Company with
the signature of its Vice -President, has been hereto
affixed, duly attested, this 28th, day of March,
Anno Domini, nineteen hundred and eighty-eight.

SOUTHERN RAILWAY COMPANY

By 

Title Vice President

Attest:


Assistant Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That the CAROLINA AND NORTHWESTERN RAILWAY COMPANY hereby appoints and constitutes _____ as its substitute and proxy, for it, and in its name and behalf, to vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the Stockholders of the said Company, to be held on Thursday, the 21st day of April, 1988, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with the signature of its _____ Vice _____-President, has been hereto affixed, duly attested, this 22nd, day of March, Anno Domini, nineteen hundred and eighty-eight.

CAROLINA AND NORTHWESTERN RAILWAY
COMPANY

By

R. W. Roffey

Title Vice President

Attest:

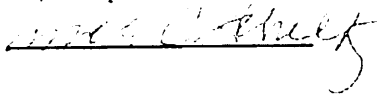
Walter D. Edwards

Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S


That THE CHESAPEAKE AND OHIO RAILWAY COMPANY hereby
appoints and constitutes _____ as its
substitute and proxy, for it, and in its name and behalf, to
vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY, at a meeting of the Stockholders of the
said Company, to be held on Thursday, the 21st day of April,
1988, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with
the signature of its Vice-_____ -President, has been hereto
affixed, duly attested, this 15th, day of April,
Anno Domini, nineteen hundred and eighty-eight.

CSX TRANSPORTATION, INC.
(successor by merger to
The Chesapeake and Ohio Railway Company)
By 

Title Vice-President
CSX Distribution Services

Attest:


Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

OFFICE OF
MAR 21 1988
CORPORATE SECRETARY

That the SEABOARD SYSTEM RAILROAD, INCORPORATED hereby appoints and constitutes _____ as its substitute and proxy, for it, and in its name and behalf, to vote at an election of the NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the Stockholders of the said Company, to be held on Thursday, the 21st day of April, 1988, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with the signature of its _____ Vice _____-President, has been hereto affixed, duly attested, this 15th day of April, Anno Domini, nineteen hundred and eighty-eight.

CSX TRANSPORTATION, INC.
(formerly Seaboard System Railroad, Incorporated)

By _____

Title Vice-President
CSX Distribution Services

Attest:

Justin J. Murphy
Corporate Secretary

EXHIBIT G

To Rule 902(11) Certification

**Minutes of the April 14, 1989 Annual Meeting of Stockholders of Norfolk and Portsmouth
Belt Line Railroad Company, Ballots of Annual Election of Directors and Proxies of
Stockholders**

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Norfolk International Airport
Conference Center
Norfolk, Virginia
April 14, 1989

The Annual Meeting of the Stockholders was held this date at 11:15 A.M., with Mr. L. W. Fisher, President of the Company, presiding and Mr. J. M. Donnelly as Secretary.

It was regularly moved that a committee be appointed to ascertain the number of shares of stock represented, whereupon the Chair appointed Mr. J. A. Drake and Mr. T. H. Willcox, Jr., who reported, after examination, that the entire 504 outstanding shares of common stock were represented by proxy.

The minutes of the last meeting of the Stockholders, held on May 2, 1988, were, on motion duly made and seconded, approved as recorded.

The following resolution was thereupon presented, and on motion duly made and seconded, adopted:


RESOLVED, That the Annual Report for the year ended December 31, 1988, herewith submitted, is hereby accepted and ordered filed.

The meeting then proceeded with the election of Directors, whereupon the following nominations were duly made:

Mr. J. A. Drake
Mr. K. C. Dufford
Mr. L. W. Fisher
Mr. C. M. Irvin
Mr. T. H. Kerwin
Mr. P. R. Rudder

On motion duly made and seconded, the nominations were closed and the Corporate Secretary directed to cast the unanimous ballot for the nominees, whereupon the Chairman announced that the gentlemen nominated had been duly elected to serve during the ensuing year, or until election of their successors.

There being no further business, the Stockholders' meeting, on motion,
adjourned.



J. M. DONNELLY
Corporate Secretary

L. W. FISHER
Chairman

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 14, 1989

FOR DIRECTORS

J. A. DRAKE
K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

SOUTHERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 14, 1989

FOR DIRECTORS

J. A. DRAKE
K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
T. H. KERWIN
P. R. RUDDER

STOCK: 216 SHARES

CSX TRANSPORTATION, INC.

BY 
Kenneth C. Dufford

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 14, 1989

FOR DIRECTORS

J. A. DRAKE
K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
T. H. KERWIN
P. R. RUDDER

STOCK: 144 SHARES

NORFOLK AND WESTERN RAILWAY COMPANY

BY 

NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY

B A L L O T

ANNUAL ELECTION
April 14, 1989

FOR DIRECTORS

J. A. DRAKE
K. C. DUFFORD
L. W. FISHER
C. M. IRVIN
T. H. KERWIN
P. R. RUDDER

STOCK: 216 SHARES

CSX TRANSPORTATION, INC.


BY 

K N O W A L L M E N B Y T H E S E P R E S E N T S

That SOUTHERN RAILWAY COMPANY hereby
appoints and constitutes MR. C. M. IRVIN, MR. T. H. KERWIN,
MR. P. R. RUDDER, or any of them, or a substitute for any of
them, as its proxy with full power of substitution, for and in
its name and behalf, to vote at an election of the NORFOLK AND
PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the
Stockholders of the said Company, to be held on Friday, the 14th day
of April, 1989, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with
the signature of its Vice - President, has been hereto
affixed, duly attested, this 31st day of March,
Anno Domini, nineteen hundred and eighty-nine.

Southern Railway Company

By 

Title Vice President

Attest:


ASSISTANT Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That NORFOLK AND WESTERN RAILWAY COMPANY hereby
appoints and constitutes MR. C. M. IRVIN, MR. T. H. KERWIN,
MR. P. R. RUDDER, or any of them, or a substitute for any of
them, as its proxy with full power of substitution, for and in
its name and behalf, to vote at an election of the NORFOLK AND
PORTSMOUTH BELT LINE RAILROAD COMPANY, at a meeting of the
Stockholders of the said Company, to be held on Friday, the 14th day
of April, 1989, or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with
the signature of its Vice - President, has been hereto
affixed, duly attested, this 31st, day of March,
Anno Domini, nineteen hundred and eighty-nine.

Norfolk and Western Railway Company

By 

Title Vice President

Attest:


ASSISTANT Corporate Secretary

K N O W A L L M E N B Y T H E S E P R E S E N T S

That CSX TRANSPORTATION, INC. hereby
appoints and constitutes MR. K. C. DUFFORD or MR. J. A. DRAG,
or either of them, or a substitute for either of them, as its
proxy with full power of substitution, for and in its name and
behalf, to vote at an election of the NORFOLK AND PORTSMOUTH
BELT LINE RAILROAD COMPANY, at a meeting of the Stockholders of
the said Company, to be held on Friday, the 14th day of April, 1989,
or at any adjournment thereof.

IN WITNESS WHEREOF, the seal of the said Company with
the signature of its Vice - President/ CSX Distribution Services business unit
affixed, duly attested, this 3rd, day of April,
Anno Domini, nineteen hundred and eighty-nine.

By James C. Schultz
J. C. Schultz

Title Vice-President - CSX Distribution
Services business unit

Attest:

Shirley J. Gifford
Corporate Secretary